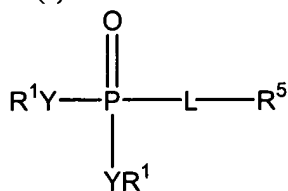


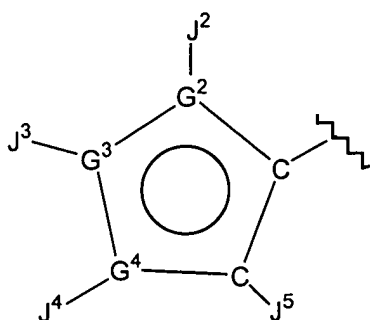
PENDING CLAIMS

1. (Amended) A compound of formula (I):



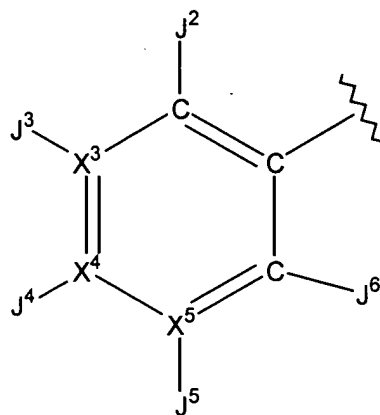
(I)

wherein R^5 is selected from the group consisting of:



I (a)

and



I (b)

wherein:

G^2 is selected from the group consisting of C, O, and S;

G^3 and G^4 are independently selected from the group consisting of C, N, O, and S;

wherein a) not more than one of G^2 , G^3 , and G^4 may be O, or S; b) when G^2 is O or S, not more than one of G^3 and G^4 is N; c) at least one of G^2 , G^3 , and G^4 is C; and d) G^2 , G^3 , and G^4 are not all C;

X^3 , X^4 , and X^5 are independently selected from the group consisting of C and N, wherein no more than two of X^3 , X^4 , and X^5 may be N;

J^2 , J^3 , J^4 , J^5 , and J^6 are independently selected from the group consisting of -H, $-\text{NR}^4_2$, $-\text{CONR}^4_2$, $-\text{CO}_2\text{R}^3$, halo, $-\text{S}(\text{O})_2\text{NR}^4_2$, $-\text{S}(\text{O})\text{R}^3$, $-\text{SO}_2\text{R}^3$, alkyl, alkenyl, alkynyl, alkylenearyl, perhaloalkyl, haloalkyl, aryl, heteroaryl, alkylene-OH, $-\text{C}(\text{O})\text{R}^{11}$, $-\text{OR}^{11}$,

-alkylene-NR⁴₂, -alkylene-CN, -CN, -C(S)NR⁴₂, -OR², -SR², -N₃, -NO₂, -NHC(S)NR⁴₂, and -NR¹⁸COR²;

L is selected from the group consisting of:

i) a linking group having 2-4 atoms measured by the fewest number of atoms connecting the carbon of the aromatic ring and the phosphorus atom and is selected from the group consisting of -furyl-, -thienyl-, -pyridyl-, -oxazolyl-, -imidazolyl-, -phenyl-, -pyrimidinyl-, -pyrazinyl-, and -alkynyl-, all of which may be optionally substituted; and

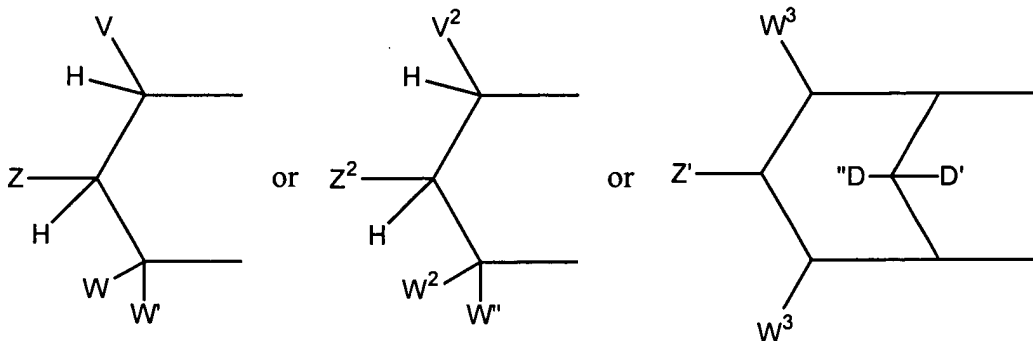
ii) a linking group having 3-4 atoms measured by the fewest number of atoms connecting the carbon of the aromatic ring and the phosphorus atom and is selected from the group consisting of -alkylenecarbonylamino-, -alkyleneaminocarbonyl-, -alkyleneoxycarbonyl-, -alkyleneoxy-, and -alkyleneoxyalkylene-, all of which may be optionally substituted;

Y is independently selected from the group consisting of -O-, and -NR⁶-;

when Y is -O-, then R¹ attached to -O- is independently selected from the group consisting of -H, alkyl, optionally substituted aryl, optionally substituted alicyclic where the cyclic moiety contains a carbonate or thiocarbonate, optionally substituted arylalkylene-, -C(R²)₂OC(O)NR²₂, -NR²-C(O)-R³, -C(R²)₂-OC(O)R³, -C(R²)₂-O-C(O)OR³, -C(R²)₂OC(O)SR³, -alkylene-S-C(O)R³, -alkylene-S-S-alkylenehydroxy, and -alkylene-S-S-S-alkylenehydroxy,

when one Y is -NR⁶-, and R¹ attached to it is -(CR¹²R¹³)_n-C(O)-R¹⁴, then the other YR¹ is selected from the group consisting of -NR¹⁵R¹⁶, -OR⁷, and NR⁶-(CR¹²R¹³)_n-C(O)-R¹⁴;

or when either Y is independently selected from -O- and -NR⁶-, then together R¹ and R¹ are -alkylene-S-S-alkylene- to form a cyclic group, or together R¹ and R¹ are



wherein

a) V is selected from the group of aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkynyl and 1-alkenyl;

Z is selected from the group of $-\text{CHR}^2\text{OH}$, $-\text{CHR}^2\text{OC}(\text{O})\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{OR}^3$, $-\text{CHR}^2\text{OC}(\text{O})\text{SR}^3$, $-\text{CHR}^2\text{OCO}_2\text{R}^3$, $-\text{OR}^2$, $-\text{SR}^2$, $-\text{CHR}^2\text{N}_3$, $-\text{CH}_2\text{aryl}$, $-\text{CH}(\text{aryl})\text{OH}$, $-\text{CH}(\text{CH}=\text{CR}^2_2)\text{OH}$, $-\text{CH}(\text{C}\equiv\text{CR}^2)\text{OH}$, $-\text{R}^2$, $-\text{NR}^2_2$, $-\text{OCOR}^3$, $-\text{OCO}_2\text{R}^3$, $-\text{SCOR}^3$, $-\text{SCO}_2\text{R}^3$, $-\text{NHCOR}^2$, $-\text{NHCO}_2\text{R}^3$, $-\text{CH}_2\text{NHaryl}$, $-(\text{CH}_2)_p-\text{OR}^{19}$, and $-(\text{CH}_2)_p-\text{SR}^{19}$; or

together V and Z are connected via an additional 3-5 atoms to form a cyclic group, optionally containing 1 heteroatom, said cyclic group is fused to an aryl group at the beta and gamma position to the Y adjacent to V; or

together Z and W are connected via an additional 3-5 atoms to form a cyclic group, optionally containing one heteroatom, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or

W and W' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl and 1-alkynyl and $-\text{R}^9$; or

together W and W' are connected via an additional 2-5 atoms to form a cyclic group, optionally containing 0-2 heteroatoms, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

b) V^2 , W^2 and W'' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;

Z^2 is selected from the group of $-\text{CHR}^2\text{OH}$, $-\text{CHR}^2\text{OC}(\text{O})\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{R}^3$, $-\text{CHR}^2\text{OCO}_2\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{O})\text{SR}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{OR}^3$, $-\text{CH}(\text{aryl})\text{OH}$, $-\text{CH}(\text{CH}=\text{CR}^2_2)\text{OH}$, $-\text{CH}(\text{C}\equiv\text{CR}^2)\text{OH}$, $-\text{SR}^2$, $-\text{CH}_2\text{NHaryl}$, $-\text{CH}_2\text{aryl}$; or

together V^2 and Z^2 are connected via an additional 3-5 atoms to form a cyclic group containing 5-7 ring atoms, optionally containing 1 heteroatom, and substituted with hydroxy, acyloxy, alkyleneoxycarbonyloxy, or aryloxycarbonyloxy attached to a carbon atom that is three atoms from a Y attached to phosphorus;

c) Z' is selected from the group of $-\text{OH}$, $-\text{OC}(\text{O})\text{R}^3$, $-\text{OCO}_2\text{R}^3$, and $-\text{OC}(\text{O})\text{SR}^3$;

D' is -H;

D'' is selected from the group of -H, alkyl, $-OR^2$, -OH, and $-OC(O)R^3$;
 each W^3 is independently selected from the group consisting of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;
 p is an integer 2 or 3;
 with the provisos that:
 a) V, Z, W, W' are not all -H and V^2, Z^2, W^2, W'' are not all -H ; and
 R^2 is selected from the group consisting of R^3 and -H;
 R^3 is selected from the group consisting of alkyl, aryl, alicyclic, and aralkyl;
 each R^4 is independently selected from the group consisting of -H, alkylene, -alkylenearyl and aryl, or together R^4 and R^4 are connected via 2-6 atoms, optionally including one heteroatom selected from the group consisting of O, N, and S;
 R^6 is selected from the group consisting of -H, lower alkyl, acyloxyalkyl, aryl, aralkyl, alkylloxycarbonyloxyalkyl, and lower acyl, or together with R^{12} is connected via 1-4 carbon atoms to form a cyclic group;
 R^7 is lower R^3 ;
 each R^9 is independently selected from the group consisting of -H, alkyl, aralkyl, and alicyclic, or together R^9 and R^9 form a cyclic alkyl group;
 R^{11} is selected from the group consisting of alkyl, aryl, $-NR^2_2$, and $-OR^2$; and
 each R^{12} and R^{13} is independently selected from the group consisting of H, lower alkyl, lower aryl, lower aralkyl, all optionally substituted, or R^{12} and R^{13} together are connected via a chain of 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S, to form a cyclic group;
 each R^{14} is independently selected from the group consisting of $-OR^{17}$, $-N(R^{17})_2$, $-NHR^{17}$, $-SR^{17}$, and $-NR^2OR^{20}$;
 R^{15} is selected from the group consisting of -H, lower aralkyl, lower aryl, lower aralkyl, or together with R^{16} is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;
 R^{16} is selected from the group consisting of $-(CR^{12}R^{13})_n-C(O)-R^{14}$, -H, lower alkyl, lower aryl, lower aralkyl, or together with R^{15} is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;

each R^{17} is independently selected from the group consisting of lower alkyl, lower aryl, and lower aralkyl, or together R^{17} and R^{17} on N is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;

R^{18} is selected from the group consisting of $-H$ and lower R^3 ;

R^{19} is selected from the group consisting of $-H$, and lower acyl;

R^{20} is selected from the group consisting of $-H$, lower R^3 , and $-C(O)-(lower\ R^3)$;

n is an integer from 1 to 3;

with the provisos that:

~~1) when X^3 , X^4 , or X^5 is N, then the respective J^3 , J^4 , or J^5 is null;~~

2) when L is substituted furanyl, then at least one of J^2 , J^3 , J^4 , and J^5 is not $-H$ or null;

3) when L is not substituted furanyl, then at least two of J^2 , J^3 , J^4 , and J^5 on formula I(a) or J^2 , J^3 , J^4 , J^5 , and J^6 on formula I(b) are not $-H$ or null;

~~4) when G^2 , G^3 , or G^4 is O or S, then the respective J^2 , J^3 , or J^4 is null;~~

~~5) when G^3 or G^4 is N, then the respective J^3 or J^4 is not halogen or a group directly bonded to G^3 or G^4 via a heteroatom;~~

6) if both Y groups are $-NR^6-$, and R^1 and R^1 are not connected to form a cyclic phosphoramidate, then at least one R^1 is $-(CR^{12}R^{13})_n-C(O)-R^{14}$;

7) when L is $-alkylenecarbonylamino-$ or $-alkyleneaminocarbonyl-$, then X^3 , X^4 , and X^5 are not all C;

8) when L is $-alkeneoxyalkylene-$, and X^3 , X^4 , and X^5 are all C, then neither J^3 nor J^5 can be substituted with an acylated amine;

9) when R^5 is substituted phenyl, then J^3 , J^4 , and J^5 is not purinyl, purinylalkylene, deaza-purinyl, or deazapurinylalkylene;

10) R^1 can be selected from the lower alkyl only when the other YR^1 is $-NR^6-C(R^{12}R^{13})_n-C(O)-R^{14}$;

11) when R^5 is substituted phenyl and L is 1,2-ethynyl, then J^3 or J^5 is not a heterocyclic group;

~~12) when L is 1,2-ethynyl, then X^3 or X^5 cannot be N;~~

and pharmaceutically acceptable prodrugs and salts thereof;

- 13) when R⁵ is substituted phenyl and L is -alkyleneoxycarbonyl-, then J³ or J⁵ is not O-aryl;
- 14) when R⁵ is substituted phenyl and L is 1,2-ethynyl, then at least one of J², J³, J⁴, J⁵, and J⁶ is not H or null.

2. The compounds of claim 1 wherein R⁵ is selected from the group consisting of substituted phenyl, substituted pyrrolyl, substituted oxazolyl, substituted thiazolyl, substituted isothiazolyl, substituted pyrazolyl, substituted isoxazolyl, substituted pyridinyl, substituted thienyl, substituted furanyl, substituted pyrimidinyl, and substituted pyridazinyl.

3. The compounds of claim 1 with the further proviso that when L is -alkyleneoxyalkylene-, and R⁵ is substituted thienyl, substituted furanyl, or substituted phenyl, then J³, J⁴, or J⁵ is not halo or alkenyl.

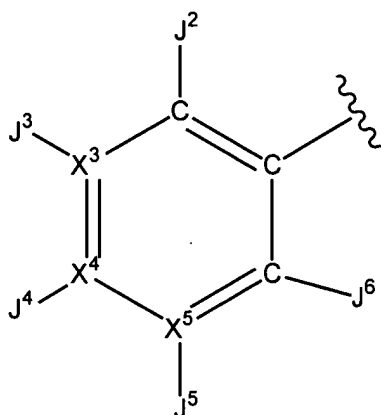
4. The compounds of claim 1 with the further proviso that when L is -alkyleneoxyalkylene-, then R⁵ is not substituted thienyl, substituted furanyl, or substituted phenyl.

5. The compounds of claim 1 with the further proviso that when L is -alkyleneoxycarbonyl-, and X³, X⁴, and X⁵ are all C, then neither J² nor J⁶ is a group attached through a nitrogen atom.

6. The compounds of claim 1 with the further proviso that when L is -alkyleneoxyalkylene- or -alkyleneoxycarbonyl-, then R⁵ is not substituted phenyl.

7. (Removed from consideration by Examiner)

8. The compounds of claim 1 wherein R⁵ is a compound of formula I(b):



I (b)

9. The compounds of claim 1 wherein L is selected from the group consisting of :
- 2,5-furanyl, 2,5-thienyl, 2,6-pyridyl, 2,5-oxazolyl, 5,2-oxazolyl, 2,4-oxazolyl, 4,2-oxazolyl, 2,4-imidazolyl, 2,6-pyrimidinyl, 2,6-pyrazinyl, 1,3-phenyl;
 - 1,2-ethynyl; and
 - a linking group having 3 atoms measured by the fewest number of atoms connecting the carbon of the aromatic ring and the phosphorus atom and is selected from the group consisting of
-alkylenecarbonylamino-, -alkyleneaminocarbonyl-,
-alkyleneoxycarbonyl-, and -alkyleneoxyalkylene-.
10. The compounds of claim 9 wherein L is selected from the group consisting of :
- 2,5-furanyl, 2,5-thienyl, 2,6-pyridyl, 2,5-oxazolyl, 5,2-oxazolyl, 2,4-oxazolyl, 4,2-oxazolyl, 2,4-imidazolyl, 2,6-pyrimidinyl, 2,6-pyrazinyl, 1,3-phenyl; and
 - 1,2-ethynyl.
11. The compounds of claim 9 wherein L is selected from the group consisting of :
- 2,5-furanyl, 2,6-pyridyl, 2,5-oxazolyl, 2,4-imidazolyl, 1,3-phenyl;
 - 1,2-ethynyl; and

- iii) a linking group having 3 atoms measured by the fewest number of atoms connecting the carbon of the aromatic ring and the phosphorus atom and is selected from the group consisting of
- methylenecarbonylamino-, -methyleneaminocarbonyl-,
 - methyleneoxycarbonyl-, and -methyleneoxymethylene-.

12. The compounds of claim 11 wherein L is selected from the group consisting of 2,5-furanyl, methyleneoxycarbonyl, methyleneoxymethylene, and methyleneaminocarbonyl.

13. The compounds of claim 12 wherein L is 2,5-furanyl.

14. The compounds of claim 1 wherein X^4 and X^5 are C.

15. The compounds of claim 1 wherein J^2 , J^3 , J^4 , J^5 , and J^6 are independently selected from the group consisting of -H, $-NR^4_2$, $-C(O)NR^4_2$, $-CO_2R^3$, halo, $-SO_2NR^4_2$, lower alkyl, lower alkenyl, lower alkynyl, lower perhaloalkyl, lower haloalkyl, lower aryl, lower alkylaryl, lower alkylene-OH, $-OR^{11}$, $-CR^2_2NR^4_2$, -CN, $-C(S)NR^4_2$, $-OR^2$, $-SR^2$, $-N_3$, $-NO_2$, $-NHC(S)NR^4_2$, $-NR^{18}C(O)R^2$ and $-CR^2_2CN$.

16. The compounds of claim 12 wherein J^2 , J^3 , J^4 , J^5 , and J^6 are independently selected from the group consisting of -H, $-NO_2$, lower alkyl, lower alkylaryl, lower alkoxy, lower perhaloalkyl, halo, $-CH_2NHR^4$, $-C(O)NR^4_2$, $-S(O)_2NHR^4$, -OH, $-NH_2$, and $-NHC(O)R^2$.

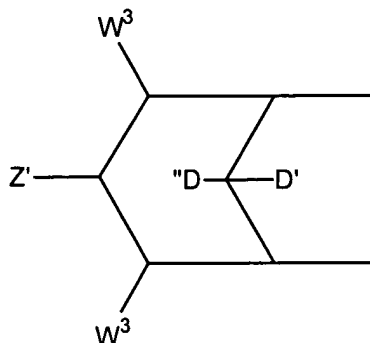
17. The compounds of claim 1, where both Y groups are -O-.

18. The compounds of claim 1, where both Y groups are $-NR^6_-$.

19. The compounds of claim 1 where one Y is $-NR^6_-$, and one Y is -O-.

20. The compounds of claim 1 wherein each YR^1 is -OH.

21. The compounds of claim 1 wherein R¹ and R¹ together are



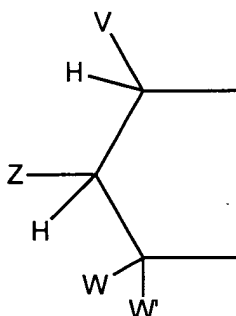
Z' is selected from the group of -OH, -OC(O)R³, -OCO₂R³, and -OC(O)SR³;

D' is -H;

D'' is selected from the group of -H, alkyl, -OR², -OH, and -OC(O)R³; and

each W³ is independently selected from the group consisting of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl.

22. The compounds of claim 1 wherein R¹ and R¹ together are



V is selected from the group of aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkynyl and 1-alkenyl;

Z is selected from the group of -CHR²OH, -CHR²OC(O)R³, -CHR²OC(S)R³, -CHR²OC(S)OR³, -CHR²OC(O)SR³, -CHR²OCO₂R³, -OR², -SR², -CHR²N₃, -CH₂aryl, -CH(aryl)OH, -CH(CH=CR²)OH, -CH(C≡CR²)OH, -R², -NR², -OCOR³, -OCO₂R³, -SCOR³, -SCO₂R³, -NHCOR², -NHCO₂R³, -CH₂NHaryl, -(CH₂)_p-OR¹⁹, and -(CH₂)_p-SR¹⁹; or

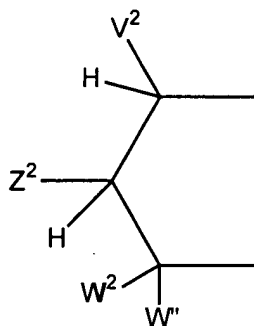
together V and Z are connected via an additional 3-5 atoms to form a cyclic group, optionally containing 1 heteroatom, said cyclic group is fused to an aryl group at the beta and gamma position to the Y adjacent to V; or

together Z and W are connected via an additional 3-5 atoms to form a cyclic group, optionally containing one heteroatom, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or

W and W' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl and 1-alkynyl and $-R^9$; or

together W and W' are connected via an additional 2-5 atoms to form a cyclic group, optionally containing 0-2 heteroatoms, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl.

23. The compounds of claim 1 wherein R^1 and R^1 together are



V^2 , W^2 and W'' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;

Z^2 is selected from the group of $-\text{CHR}^2\text{OH}$, $-\text{CHR}^2\text{OC}(\text{O})\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{R}^3$, $-\text{CHR}^2\text{OCO}_2\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{O})\text{SR}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{OR}^3$, $-\text{CH}(\text{aryl})\text{OH}$, $-\text{CH}(\text{CH}=\text{CR}^2_2)\text{OH}$, $-\text{CH}(\text{C}\equiv\text{CR}^2)\text{OH}$, $-\text{SR}^2$, $-\text{CH}_2\text{NHaryl}$, $-\text{CH}_2\text{aryl}$; or

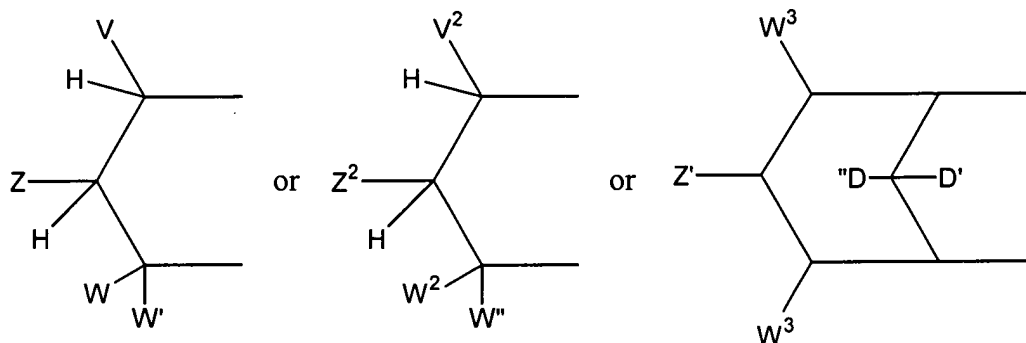
together V^2 and Z^2 are connected via an additional 3-5 atoms to form a cyclic group containing 5-7 ring atoms, optionally containing 1 heteroatom, and substituted with hydroxy, acyloxy, alkyleneoxycarbonyloxy, or aryloxycarbonyloxy attached to a carbon atom that is three atoms from a Y attached to phosphorus.

24. The compounds of claim 1 wherein when both Y groups are -O-, then R^1 attached to -O- is optionally substituted aryl.

25. The compounds of claim 1 wherein when both Y groups are -O-, then R¹ is independently selected from the group consisting of optionally substituted aralkyl.

26. The compounds of claim 1 wherein both Y groups are -O-, and at least one R¹ is selected from the group consisting of -C(R²)₂-OC(O)R³, and -C(R²)₂-OC(O)OR³.

27. The compounds of claim 1 wherein at least one Y is -O-, and together R¹ and R¹ are



wherein

a) V is selected from the group of aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkynyl and 1-alkenyl;

Z is selected from the group of -CHR²OH, -CHR²OC(O)R³, -CHR²OC(S)R³, -CHR²OC(S)OR³, -CHR²OC(O)SR³, -CHR²OCO₂R³, -OR², -SR², -CHR²N₃, -CH₂aryl, -CH(aryl)OH, -CH(CH=CR²)OH, -CH(C≡CR²)OH, -R², -NR², -OCOR³, -OCO₂R³, -SCOR³, -SCO₂R³, -NHCOR², -NHCO₂R², -CH₂NHaryl, -(CH₂)_p-OR¹⁹, and -(CH₂)_p-SR¹⁹; or

together V and Z are connected via an additional 3-5 atoms to form a cyclic group, optionally containing 1 heteroatom, said cyclic group is fused to an aryl group at the beta and gamma position to the Y adjacent to V; or

together Z and W are connected via an additional 3-5 atoms to form a cyclic group, optionally containing one heteroatom, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or

W and W' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl and 1-alkynyl and $-R^9$; or

together W and W' are connected via an additional 2-5 atoms to form a cyclic group, optionally containing 0-2 heteroatoms, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

b) V^2 , W^2 and W'' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;

Z^2 is selected from the group of $-\text{CHR}^2\text{OH}$, $-\text{CHR}^2\text{OC}(\text{O})\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{R}^3$, $-\text{CHR}^2\text{OCO}_2\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{O})\text{SR}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{OR}^3$, $-\text{CH}(\text{aryl})\text{OH}$, $-\text{CH}(\text{CH}=\text{CR}^2_2)\text{OH}$, $-\text{CH}(\text{C}\equiv\text{CR}^2)\text{OH}$, $-\text{SR}^2$, $-\text{CH}_2\text{NHaryl}$, $-\text{CH}_2\text{aryl}$; or

together V^2 and Z^2 are connected via an additional 3-5 atoms to form a cyclic group containing 5-7 ring atoms, optionally containing 1 heteroatom, and substituted with hydroxy, acyloxy, alkyleneoxycarbonyloxy, or aryloxycarbonyloxy attached to a carbon atom that is three atoms from a Y attached to phosphorus;

c) Z' is selected from the group of $-\text{OH}$, $-\text{OC}(\text{O})\text{R}^3$, $-\text{OCO}_2\text{R}^3$, and $-\text{OC}(\text{O})\text{SR}^3$;

D' is $-\text{H}$;

D'' is selected from the group of $-\text{H}$, alkyl, $-\text{OR}^2$, $-\text{OH}$, and $-\text{OC}(\text{O})\text{R}^3$;

each W^3 is independently selected from the group consisting of $-\text{H}$, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;

p is an integer 2 or 3;

with the provisos that:

a) V, Z, W, W' are not all $-\text{H}$ and V^2 , Z^2 , W^2 , W'' are not all $-\text{H}$; and

b) both Y groups are not $-\text{NR}^6$;

R^2 is selected from the group consisting of R^3 and $-\text{H}$;

R^3 is selected from the group consisting of alkyl, aryl, alicyclic, and aralkyl;

R^6 is selected from the group consisting of $-\text{H}$, and lower alkyl.

28. The compounds of claim 1 wherein one Y is -O-, and R¹ is optionally substituted aryl; and the other Y is -NR⁶-, where R¹ attached to said -NR⁶- is selected from the group consisting of -C(R⁴)₂C(O)OR³, and -C(R²)₂C(O)OR³.

29. The compounds of claim 1 wherein
J², J³, J⁴, J⁵, and J⁶ are independently selected from the group consisting of -H, -NR⁴₂, -CONR⁴₂, -CO₂R³, halo, -SO₂NR⁴₂, lower alkyl, lower alkenyl, lower alkylenearyl, lower alkynyl, lower perhaloalkyl, lower haloalkyl, lower aryl, lower alkylene-OH, -OR¹¹, -CR²₂NR⁴₂, -CN, -C(S)NR⁴₂, -OR², -SR², -N₃, -NO₂, -NHC(S)NR⁴₂, -NR¹⁸COR², -CR²₂CN;

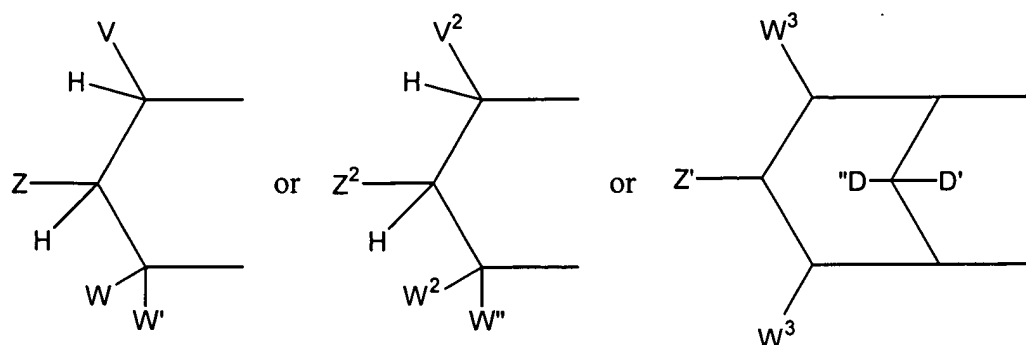
L is selected from the group consisting of

- i) 2,5-furanyl, 2,5-thienyl, 1,3-phenyl, 2,6-pyridyl, 2,5-oxazolyl, 5,2-oxazolyl, 2,4-oxazolyl, 4,2-oxazolyl, 2,4-imidazolyl, 2,6-pyrimidinyl, 2,6-pyrazinyl;
- ii) 1,2-ethynyl; and
- iii) a linking group having 3 atoms measured by the fewest number of atoms connecting the carbon of the aromatic ring and the phosphorus atom and is selected from the group consisting of alkylencarbonylamino-, -alkyleneaminocarbonyl-, -alkyleneoxycarbonyl-, and -alkyleneoxyalkylene-;

when both Y groups are -O-, then R¹ is independently selected from the group consisting of optionally substituted aryl, optionally substituted benzyl, -C(R²)₂OC(O)R³, -C(R²)₂OC(O)OR³, and -H; or

when one Y is -O-, then R¹ attached to -O- is optionally substituted aryl; and the other Y is -NR⁶-, then R¹ attached to -NR⁶- is selected from the group consisting of -C(R⁴)₂C(O)OR³, and -C(R²)₂C(O)OR³; or

when Y is -O- or -NR⁶-, then together R¹ and R¹ are



wherein

a) V is selected from the group of aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkynyl and 1-alkenyl;

Z is selected from the group of $-\text{CHR}^2\text{OH}$, $-\text{CHR}^2\text{OC}(\text{O})\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{OR}^3$, $-\text{CHR}^2\text{OC}(\text{O})\text{SR}^3$, $-\text{CHR}^2\text{OCO}_2\text{R}^3$, $-\text{OR}^2$, $-\text{SR}^2$, $-\text{CHR}^2\text{N}_3$, $-\text{CH}_2\text{aryl}$, $-\text{CH}(\text{aryl})\text{OH}$, $-\text{CH}(\text{CH}=\text{CR}^2_2)\text{OH}$, $-\text{CH}(\text{C}\equiv\text{CR}^2)\text{OH}$, $-\text{R}^2$, $-\text{NR}^2_2$, $-\text{OCOR}^3$, $-\text{OCO}_2\text{R}^3$, $-\text{SCOR}^3$, $-\text{SCO}_2\text{R}^3$, $-\text{NHCOR}^2$, $-\text{NHCO}_2\text{R}^3$, $-\text{CH}_2\text{NHaryl}$, $-(\text{CH}_2)_p-\text{OR}^{19}$, and $-(\text{CH}_2)_p-\text{SR}^{19}$; or

together V and Z are connected via an additional 3-5 atoms to form a cyclic group, optionally containing 1 heteroatom, said cyclic group is fused to an aryl group at the beta and gamma position to the Y adjacent to V; or

together Z and W are connected via an additional 3-5 atoms to form a cyclic group, optionally containing one heteroatom, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or

W and W' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl and 1-alkynyl and $-\text{R}^9$; or

together W and W' are connected via an additional 2-5 atoms to form a cyclic group, optionally containing 0-2 heteroatoms, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

b) V², W² and W^{''} are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;

Z² is selected from the group of $-\text{CHR}^2\text{OH}$, $-\text{CHR}^2\text{OC}(\text{O})\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{R}^3$, $-\text{CHR}^2\text{OCO}_2\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{O})\text{SR}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{OR}^3$, $-\text{CH}(\text{aryl})\text{OH}$, $-\text{CH}(\text{CH}=\text{CR}^2_2)\text{OH}$, $-\text{CH}(\text{C}\equiv\text{CR}^2)\text{OH}$, $-\text{SR}^2$, $-\text{CH}_2\text{NHaryl}$, $-\text{CH}_2\text{aryl}$; or

together V^2 and Z^2 are connected via an additional 3-5 atoms to form a cyclic group containing 5-7 ring atoms, optionally containing 1 heteroatom, and substituted with hydroxy, acyloxy, alkyleneoxycarbonyloxy, or aryloxycarbonyloxy attached to a carbon atom that is three atoms from a Y attached to phosphorus;

c) Z' is selected from the group of $-OH$, $-OC(O)R^3$, $-OCO_2R^3$, and $-OC(O)SR^3$;

D' is $-H$;

D'' is selected from the group of $-H$, alkyl, $-OR^2$, $-OH$, and $-OC(O)R^3$;

each W^3 is independently selected from the group consisting of $-H$, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;

p is an integer 2 or 3;

with the provisos that:

a) V , Z , W , W' are not all $-H$ and V^2 , Z^2 , W^2 , W'' are not all $-H$; and alicyclic; and

b) both Y groups are not $-NR^6-$;

R^2 is selected from the group consisting of R^3 and $-H$;

R^3 is selected from the group consisting of alkyl, aryl, alicyclic, and aralkyl;

R^6 is selected from the group consisting of $-H$, and lower alkyl.

30. (Amended) The compounds of claim 2 wherein R^5 is substituted phenyl;

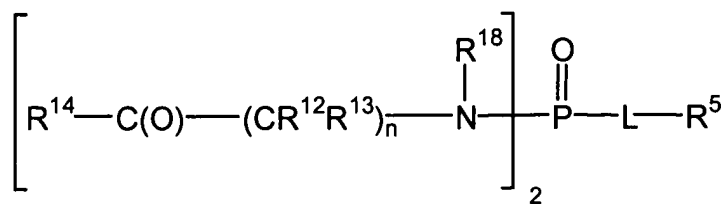
L is furan-2,5-diyl; J^2 , J^3 , J^4 , J^5 , and J^6 are independently selected from the group consisting of $-OR^3$, $-SO_2NHR^4$, $-CN$, $-H$, halo, $-NR^4$, $-(CH_2)_2$ aryl, $-(CH_2)NH$ aryl, and $-NO_2$; at least one Y group is $-O-$.

31. The compounds of claim 1 wherein

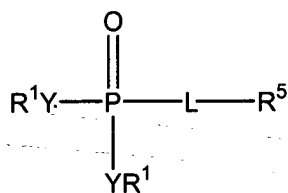
one Y is $-NR^6-$, and R^1 attached to it is $-(CR^{12}R^{13})_n-C(O)-R^{14}$, then the other YR^1 is selected from the group consisting of $-NR^{15}R^{16}$, $-OR^7$, and $NR^6-(CR^{12}R^{13})_n-C(O)-R^{14}$.

32. The compounds of claim 31 wherein the other YR^1 is $-OR^7$.

33. The compounds of claim 1 that are of the formula:

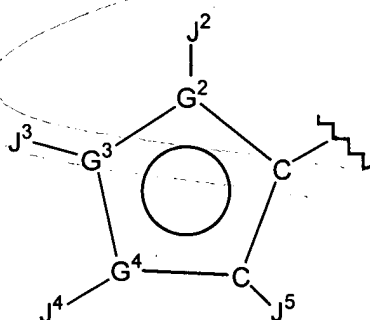


34. A method of treating a fructose-1,6-bisphosphatase dependent disease or condition in an animal which comprises administering to an animal suffering from a fructose-1,6-bisphosphatase dependent disease or condition a pharmaceutically effective amount of a compound of formula (I):



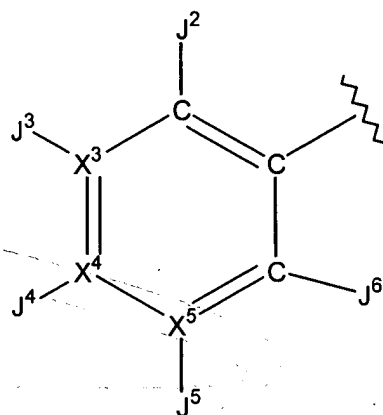
(I)

wherein R^5 is selected from the group consisting of:



I (a)

and



I (b)

wherein:

G^2 is selected from the group consisting of C, O, and S;

G^3 and G^4 are independently selected from the group consisting of C, N, O, and S;

wherein a) not more than one of G^2 , G^3 , and G^4 may be O, or S; b) when G^2 is O or S, not more than one of G^3 and G^4 is N; c) at least one of G^2 , G^3 , and G^4 is C; and d) G^2 , G^3 , and G^4 are not all C;

$-\text{NHR}^{17}$, $-\text{SR}^{17}$, and $-\text{NR}^2\text{OR}^{20}$;

R^{15} is selected from the group consisting of $-\text{H}$, lower aralkyl, lower aryl, lower aralkyl, or together with R^{16} is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;

R^{16} is selected from the group consisting of $-(\text{CR}^{12}\text{R}^{13})_n-\text{C}(\text{O})-\text{R}^{14}$, $-\text{H}$, lower alkyl, lower aryl, lower aralkyl, or together with R^{15} is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;

each R^{17} is independently selected from the group consisting of lower alkyl, lower aryl, and lower aralkyl, or together R^{17} and R^{17} on N is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;

R^{18} is selected from the group consisting of $-\text{H}$ and lower R^3 ;

R^{19} is selected from the group consisting of $-\text{H}$, and lower acyl;

R^{20} is selected from the group consisting of $-\text{H}$, lower R^3 , and $-\text{C}(\text{O})-(\text{lower } \text{R}^3)$;

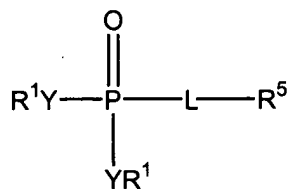
n is an integer from 1 to 3;

with the provisos that:

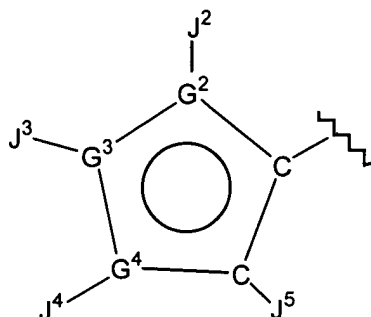
- 1) when X^3 , X^4 , or X^5 is N, then the respective J^3 , J^4 , or J^5 is null;
- 2) when G^2 , G^3 , or G^4 is O or S, then the respective J^2 , J^3 , or J^4 is null;
- 3) when G^3 or G^4 is N, then the respective J^3 or J^4 is not halogen or a group directly bonded to G^3 or G^4 via a heteroatom;
- 4) if both Y groups are $-\text{NR}^6-$, and R^1 and R^1 are not connected to form a cyclic phosphoramidate, then at least one R^1 is $-(\text{CR}^{12}\text{R}^{13})_n-\text{C}(\text{O})-\text{R}^{14}$;
- 5) R^1 can be selected from the lower alkyl only when the other YR^1 is $-\text{NR}^6-\text{C}(\text{R}^{12}\text{R}^{13})_n-\text{C}(\text{O})-\text{R}^{14}$;

and pharmaceutically acceptable prodrugs and salts thereof.

35. A method of treating diabetes, by administering to patient in need thereof a pharmaceutically effective amount of an FBPase inhibitor of Formula I:

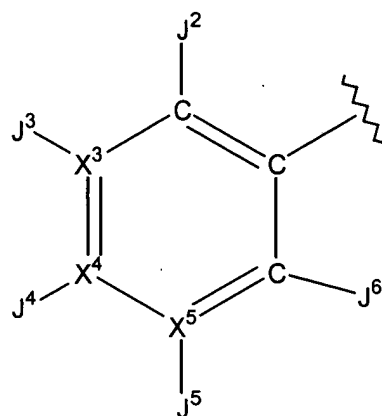


(I)
wherein R^5 is selected from the group consisting of:



I (a)

and



I (b)

wherein:

G^2 is selected from the group consisting of C, O, and S;

G^3 and G^4 are independently selected from the group consisting of C, N, O, and S;

wherein a) not more than one of G^2 , G^3 , and G^4 may be O, or S; b) when G^2 is O or S, not more than one of G^3 and G^4 is N; c) at least one of G^2 , G^3 , and G^4 is C; and d) G^2 , G^3 , and G^4 are not all C;

X^3 , X^4 , and X^5 are independently selected from the group consisting of C and N, wherein no more than two of X^3 , X^4 , and X^5 may be N;

J^2 , J^3 , J^4 , J^5 , and J^6 are independently selected from the group consisting of -H, $-NR^4_2$, $-CONR^4_2$, $-CO_2R^3$, halo, $-S(O)_2NR^4_2$, $-S(O)R^3$, $-SO_2R^3$, alkyl, alkenyl, alkynyl, alkylenearyl, perhaloalkyl, haloalkyl, aryl, heteroaryl, alkylene-OH, $-C(O)R^{11}$, $-OR^{11}$, $-alkylene-NR^4_2$, $-alkylene-CN$, $-CN$, $-C(S)NR^4_2$, $-OR^2$, $-SR^2$, $-N_3$, $-NO_2$, $-NHC(S)NR^4_2$, and $-NR^{18}COR^2$;

L is selected from the group consisting of:

i) a linking group having 2-4 atoms measured by the fewest number of atoms connecting the carbon of the aromatic ring and the phosphorus atom and is selected from the group consisting of -furan-, -thien-, -pyridyl-, -oxazolyl-, -imidazolyl-, -phenyl-, -pyrimidinyl-, -pyrazinyl-, and -alkynyl-, all of which may be optionally substituted; and

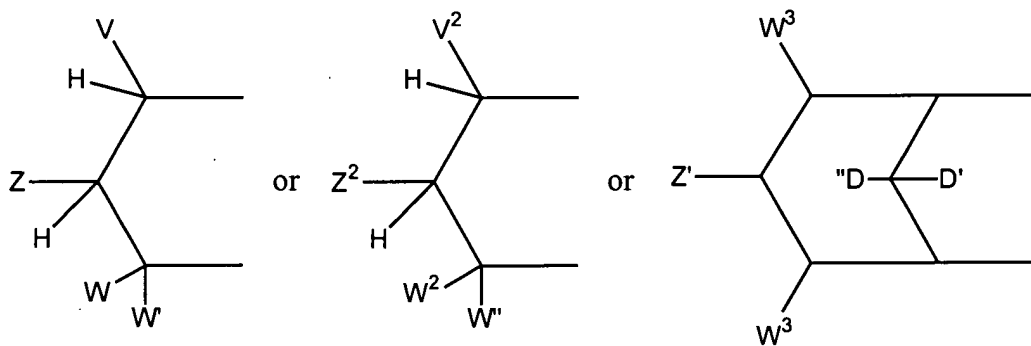
ii) a linking group having 3-4 atoms measured by the fewest number of atoms connecting the carbon of the aromatic ring and the phosphorus atom and is selected from the group consisting of -alkylenecarbonylamino-, -alkyleneaminocarbonyl-, -alkyleneoxycarbonyl-, -alkyleneoxy-, -alkylenethio-, -alkylenecarbonyloxy-, -alkylene-S(O)-, -alkylene-S(O)₂-, and -alkyleneoxyalkylene-, all of which may be optionally substituted;

Y is independently selected from the group consisting of -O-, and -NR⁶-;

when Y is -O-, then R¹ attached to -O- is independently selected from the group consisting of -H, alkyl, optionally substituted aryl, optionally substituted alicyclic where the cyclic moiety contains a carbonate or thiocarbonate, optionally substituted arylalkylene-, -C(R²)₂OC(O)NR²₂, -NR²-C(O)-R³, -C(R²)₂-OC(O)R³, -C(R²)₂-O-C(O)OR³, -C(R²)₂OC(O)SR³, -alkylene-S-C(O)R³, -alkylene-S-S-alkylenehydroxy, and -alkylene-S-S-S-alkylenehydroxy,

when one Y is -NR⁶-, and R¹ attached to it is -(CR¹²R¹³)_n-C(O)-R¹⁴, then the other YR¹ is selected from the group consisting of -NR¹⁵R¹⁶-, -OR⁷-, and NR⁶-(CR¹²R¹³)_n-C(O)-R¹⁴;

or when either Y is independently selected from -O- and -NR⁶-, then together R¹ and R¹ are -alkylene-S-S-alkylene- to form a cyclic group, or together R¹ and R¹ are



wherein

a) V is selected from the group of aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkynyl and 1-alkenyl;

Z is selected from the group of -CHR²OH, -CHR²OC(O)R³, -CHR²OC(S)R³, -CHR²OC(S)OR³, -CHR²OC(O)SR³, -CHR²OCO₂R³, -OR², -SR², -CHR²N₃, -CH₂aryl, -CH(aryl)OH, -CH(CH=CR²)OH, -CH(C≡CR²)OH, -R², -NR²₂, -OCOR³, -OCO₂R³, -SCOR³, -SCO₂R³, -NHCOR², -NHCO₂R³, -CH₂NHaryl, -(CH₂)_p-OR¹⁹, and -(CH₂)_p-SR¹⁹; or

together V and Z are connected via an additional 3-5 atoms to form a cyclic group, optionally containing 1 heteroatom, said cyclic group is fused to an aryl group at the beta and gamma position to the Y adjacent to V; or

together Z and W are connected via an additional 3-5 atoms to form a cyclic group, optionally containing one heteroatom, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or

W and W' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl and 1-alkynyl and $-R^9$; or

together W and W' are connected via an additional 2-5 atoms to form a cyclic group, optionally containing 0-2 heteroatoms, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

b) V^2 , W^2 and W'' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;

Z^2 is selected from the group of $-CHR^2OH$, $-CHR^2OC(O)R^3$, $-CHR^2OC(S)R^3$, $-CHR^2OCO_2R^3$, $-CHR^2OC(O)SR^3$, $-CHR^2OC(S)OR^3$, $-CH(aryl)OH$, $-CH(CH=CR^2_2)OH$, $-CH(C\equiv CR^2)OH$, $-SR^2$, $-CH_2NHaryl$, $-CH_2aryl$; or

together V^2 and Z^2 are connected via an additional 3-5 atoms to form a cyclic group containing 5-7 ring atoms, optionally containing 1 heteroatom, and substituted with hydroxy, acyloxy, alkyleneoxycarbonyloxy, or aryloxycarbonyloxy attached to a carbon atom that is three atoms from a Y attached to phosphorus;

c) Z' is selected from the group of $-OH$, $-OC(O)R^3$, $-OCO_2R^3$, and $-OC(O)SR^3$;

D' is $-H$;

D'' is selected from the group of $-H$, alkyl, $-OR^2$, $-OH$, and $-OC(O)R^3$;

each W^3 is independently selected from the group consisting of $-H$, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;

p is an integer 2 or 3;

with the provisos that:

a) V, Z, W, W' are not all $-H$ and V^2 , Z^2 , W^2 , W'' are not all $-H$; and

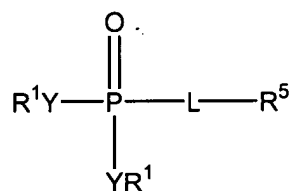
R^2 is selected from the group consisting of R^3 and -H;
 R^3 is selected from the group consisting of alkyl, aryl, alicyclic, and aralkyl;
each R^4 is independently selected from the group consisting of -H, alkylene, -alkylenearyl and aryl, or together R^4 and R^4 are connected via 2-6 atoms, optionally including one heteroatom selected from the group consisting of O, N, and S;
 R^6 is selected from the group consisting of -H, lower alkyl, acyloxyalkyl, aryl, aralkyl, alkyloxycarbonyloxyalkyl, and lower acyl, or together with R^{12} is connected via 1-4 carbon atoms to form a cyclic group;
 R^7 is lower R^3 ;
each R^9 is independently selected from the group consisting of -H, alkyl, aralkyl, and alicyclic, or together R^9 and R^9 form a cyclic alkyl group;
 R^{11} is selected from the group consisting of alkyl, aryl, $-NR^2_2$, and $-OR^2$; and
each R^{12} and R^{13} is independently selected from the group consisting of H, lower alkyl, lower aryl, lower aralkyl, all optionally substituted, or R^{12} and R^{13} together are connected via a chain of 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S, to form a cyclic group;
each R^{14} is independently selected from the group consisting of $-OR^{17}$, $-N(R^{17})_2$, $-NHR^{17}$, $-SR^{17}$, and $-NR^2OR^{20}$;
 R^{15} is selected from the group consisting of -H, lower aralkyl, lower aryl, lower aralkyl, or together with R^{16} is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;
 R^{16} is selected from the group consisting of $-(CR^{12}R^{13})_n-C(O)-R^{14}$, -H, lower alkyl, lower aryl, lower aralkyl, or together with R^{15} is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;
each R^{17} is independently selected from the group consisting of lower alkyl, lower aryl, and lower aralkyl, or together R^{17} and R^{17} on N is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;
 R^{18} is selected from the group consisting of -H and lower R^3 ;
 R^{19} is selected from the group consisting of -H, and lower acyl;
 R^{20} is selected from the group consisting of -H, lower R^3 , and $-C(O)-(lower\ R^3)$;
n is an integer from 1 to 3;

with the provisos that:

- 1) when X^3 , X^4 , or X^5 is N, then the respective J^3 , J^4 , or J^5 is null;
- 2) when G^2 , G^3 , or G^4 is O or S, then the respective J^2 , J^3 , or J^4 is null;
- 3) when G^3 or G^4 is N, then the respective J^3 or J^4 is not halogen or a group directly bonded to G^3 or G^4 via a heteroatom;
- 4) if both Y groups are $-NR^6-$, and R^1 and R^1 are not connected to form a cyclic phosphoramidate, then at least one R^1 is $-(CR^{12}R^{13})_n-C(O)-R^{14}$;
- 5) R^1 can be selected from the lower alkyl only when the other YR^1 is $-NR^6-C(R^{12}R^{13})_n-C(O)-R^{14}$;

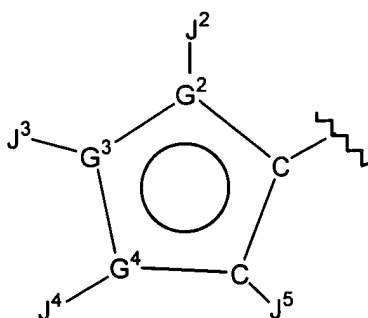
and pharmaceutically acceptable prodrugs and salts thereof.

36. A method of treating glycogen storage diseases, by administering to a patient in need thereof a pharmaceutically effective amount of an FBPase inhibitor of formula I:



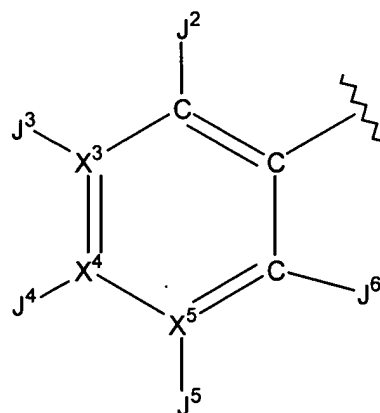
(I)

wherein R^5 is selected from the group consisting of:



I (a)

and



I (b)

wherein:

G^2 is selected from the group consisting of C, O, and S;

G^3 and G^4 are independently selected from the group consisting of C, N, O, and S;

wherein a) not more than one of G^2 , G^3 , and G^4 may be O, or S; b) when G^2 is O or S, not more than one of G^3 and G^4 is N; c) at least one of G^2 , G^3 , and G^4 is C; and d) G^2 , G^3 , and G^4 are not all C;

X^3 , X^4 , and X^5 are independently selected from the group consisting of C and N, wherein no more than two of X^3 , X^4 , and X^5 may be N;

J^2 , J^3 , J^4 , J^5 , and J^6 are independently selected from the group consisting of -H, $-\text{NR}^4_2$, $-\text{CONR}^4_2$, $-\text{CO}_2\text{R}^3$, halo, $-\text{S}(\text{O})_2\text{NR}^4_2$, $-\text{S}(\text{O})\text{R}^3$, $-\text{SO}_2\text{R}^3$, alkyl, alkenyl, alkynyl, alkylenearyl, perhaloalkyl, haloalkyl, aryl, heteroaryl, alkylene-OH, $-\text{C}(\text{O})\text{R}^{11}$, $-\text{OR}^{11}$, $-\text{alkylene-NR}^4_2$, $-\text{alkylene-CN}$, $-\text{CN}$, $-\text{C}(\text{S})\text{NR}^4_2$, $-\text{OR}^2$, $-\text{SR}^2$, $-\text{N}_3$, $-\text{NO}_2$, $-\text{NHC}(\text{S})\text{NR}^4_2$, and $-\text{NR}^{18}\text{COR}^2$;

L is selected from the group consisting of:

i) a linking group having 2-4 atoms measured by the fewest number of atoms connecting the carbon of the aromatic ring and the phosphorus atom and is selected from the group consisting of -furanyl-, -thienyl-, -pyridyl-, -oxazolyl-, -imidazolyl-, -phenyl-, -pyrimidinyl-, -pyrazinyl-, and -alkynyl-, all of which may be optionally substituted; and

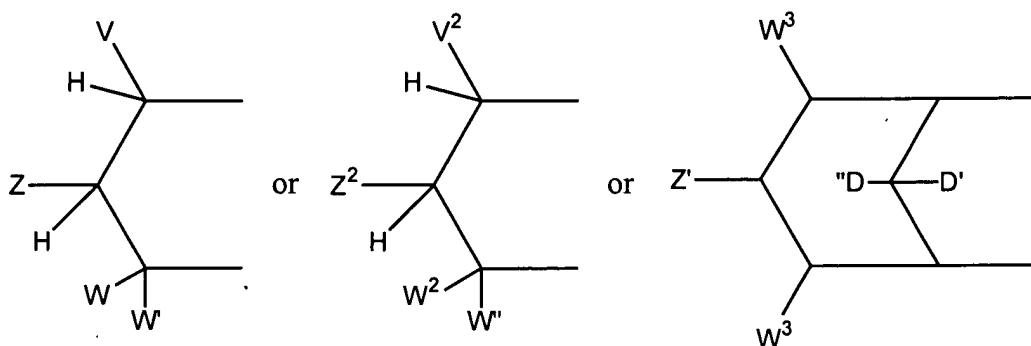
ii) a linking group having 3-4 atoms measured by the fewest number of atoms connecting the carbon of the aromatic ring and the phosphorus atom and is selected from the group consisting of -alkylenecarbonylamino-, -alkyleneaminocarbonyl-, -alkyleneoxycarbonyl-, -alkyleneoxy-, -alkylenethio-, -alkylenecarbonyloxy-, -alkylene-S(O)-, -alkylene-S(O)₂-, and -alkyleneoxyalkylene-, all of which may be optionally substituted;

Y is independently selected from the group consisting of -O-, and $-\text{NR}^6$ -;

when Y is -O-, then R^1 attached to -O- is independently selected from the group consisting of -H, alkyl, optionally substituted aryl, optionally substituted alicyclic where the cyclic moiety contains a carbonate or thiocarbonate, optionally substituted arylalkylene-, $-\text{C}(\text{R}^2)_2\text{OC}(\text{O})\text{NR}^2_2$, $-\text{NR}^2-\text{C}(\text{O})-\text{R}^3$, $-\text{C}(\text{R}^2)_2-\text{OC}(\text{O})\text{R}^3$, $-\text{C}(\text{R}^2)_2-\text{O}-\text{C}(\text{O})\text{OR}^3$, $-\text{C}(\text{R}^2)_2\text{OC}(\text{O})\text{SR}^3$, -alkylene-S-C(O) R^3 , -alkylene-S-S-alkylenehydroxy, and -alkylene-S-S-S-alkylenehydroxy,

when one Y is $-\text{NR}^6$ -, and R^1 attached to it is $-(\text{CR}^{12}\text{R}^{13})_n-\text{C}(\text{O})-\text{R}^{14}$, then the other YR^1 is selected from the group consisting of $-\text{NR}^{15}\text{R}^{16}$, $-\text{OR}^7$, and $\text{NR}^6-(\text{CR}^{12}\text{R}^{13})_n-\text{C}(\text{O})-\text{R}^{14}$;

or when either Y is independently selected from -O- and -NR⁶-, then together R¹ and R¹ are -alkylene-S-S-alkylene- to form a cyclic group, or together R¹ and R¹ are



wherein

a) V is selected from the group of aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkynyl and 1-alkenyl;

Z is selected from the group of -CHR²OH, -CHR²OC(O)R³, -CHR²OC(S)R³, -CHR²OC(S)OR³, -CHR²OC(O)SR³, -CHR²OCO₂R³, -OR², -SR², -CHR²N₃, -CH₂aryl, -CH(aryl)OH, -CH(CH=CR²)OH, -CH(C≡CR²)OH, -R², -NR², -OCOR³, -OCO₂R³, -SCOR³, -SCO₂R³, -NHCOR², -NHCO₂R³, -CH₂NHaryl, -(CH₂)_p-OR¹⁹, and -(CH₂)_p-SR¹⁹; or

together V and Z are connected via an additional 3-5 atoms to form a cyclic group, optionally containing 1 heteroatom, said cyclic group is fused to an aryl group at the beta and gamma position to the Y adjacent to V; or

together Z and W are connected via an additional 3-5 atoms to form a cyclic group, optionally containing one heteroatom, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl; or

W and W' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl and 1-alkynyl and -R⁹; or

together W and W' are connected via an additional 2-5 atoms to form a cyclic group, optionally containing 0-2 heteroatoms, and V must be aryl, substituted aryl, heteroaryl, or substituted heteroaryl;

b) V², W² and W'' are independently selected from the group of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;

Z^2 is selected from the group of $-\text{CHR}^2\text{OH}$, $-\text{CHR}^2\text{OC}(\text{O})\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{R}^3$, $-\text{CHR}^2\text{OCO}_2\text{R}^3$, $-\text{CHR}^2\text{OC}(\text{O})\text{SR}^3$, $-\text{CHR}^2\text{OC}(\text{S})\text{OR}^3$, $-\text{CH}(\text{aryl})\text{OH}$, $-\text{CH}(\text{CH}=\text{CR}^2_2)\text{OH}$, $-\text{CH}(\text{C}\equiv\text{CR}^2)\text{OH}$, $-\text{SR}^2$, $-\text{CH}_2\text{NHaryl}$, $-\text{CH}_2\text{aryl}$; or

together V^2 and Z^2 are connected via an additional 3-5 atoms to form a cyclic group containing 5-7 ring atoms, optionally containing 1 heteroatom, and substituted with hydroxy, acyloxy, alkyleneoxycarbonyloxy, or aryloxycarbonyloxy attached to a carbon atom that is three atoms from a Y attached to phosphorus;

c) Z' is selected from the group of $-\text{OH}$, $-\text{OC}(\text{O})\text{R}^3$, $-\text{OCO}_2\text{R}^3$, and $-\text{OC}(\text{O})\text{SR}^3$;

D' is $-\text{H}$;

D'' is selected from the group of $-\text{H}$, alkyl, $-\text{OR}^2$, $-\text{OH}$, and $-\text{OC}(\text{O})\text{R}^3$;

each W^3 is independently selected from the group consisting of $-\text{H}$, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, substituted heteroaryl, 1-alkenyl, and 1-alkynyl;

p is an integer 2 or 3;

with the provisos that:

a) V , Z , W , W' are not all $-\text{H}$ and V^2 , Z^2 , W^2 , W'' are not all $-\text{H}$; and

R^2 is selected from the group consisting of R^3 and $-\text{H}$;

R^3 is selected from the group consisting of alkyl, aryl, alicyclic, and aralkyl;

each R^4 is independently selected from the group consisting of $-\text{H}$, alkylene, $-\text{alkylenearyl}$ and aryl, or together R^4 and R^4 are connected via 2-6 atoms, optionally including one heteroatom selected from the group consisting of O, N, and S;

R^6 is selected from the group consisting of $-\text{H}$, lower alkyl, acyloxyalkyl, aryl, aralkyl, alkylloxycarbonyloxyalkyl, and lower acyl, or together with R^{12} is connected via 1-4 carbon atoms to form a cyclic group;

R^7 is lower R^3 ;

each R^9 is independently selected from the group consisting of $-\text{H}$, alkyl, aralkyl, and alicyclic, or together R^9 and R^9 form a cyclic alkyl group;

R^{11} is selected from the group consisting of alkyl, aryl, $-\text{NR}^2_2$, and $-\text{OR}^2$; and

each R^{12} and R^{13} is independently selected from the group consisting of H, lower alkyl, lower aryl, lower aralkyl, all optionally substituted, or R^{12} and R^{13} together are connected via a

chain of 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S, to form a cyclic group;

each R^{14} is independently selected from the group consisting of $-OR^{17}$, $-N(R^{17})_2$, $-NHR^{17}$, $-SR^{17}$, and $-NR^2OR^{20}$;

R^{15} is selected from the group consisting of $-H$, lower aralkyl, lower aryl, lower aralkyl, or together with R^{16} is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;

R^{16} is selected from the group consisting of $-(CR^{12}R^{13})_n-C(O)-R^{14}$, $-H$, lower alkyl, lower aryl, lower aralkyl, or together with R^{15} is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;

each R^{17} is independently selected from the group consisting of lower alkyl, lower aryl, and lower aralkyl, or together R^{17} and R^{17} on N is connected via 2-6 atoms, optionally including 1 heteroatom selected from the group consisting of O, N, and S;

R^{18} is selected from the group consisting of $-H$ and lower R^3 ;

R^{19} is selected from the group consisting of $-H$, and lower acyl;

R^{20} is selected from the group consisting of $-H$, lower R^3 , and $-C(O)-(lower\ R^3)$;

n is an integer from 1 to 3;

with the provisos that:

- 1) when X^3 , X^4 , or X^5 is N, then the respective J^3 , J^4 , or J^5 is null;
- 2) when G^2 , G^3 , or G^4 is O or S, then the respective J^2 , J^3 , or J^4 is null;
- 3) when G^3 or G^4 is N, then the respective J^3 or J^4 is not halogen or a group directly bonded to G^3 or G^4 via a heteroatom;
- 4) if both Y groups are $-NR^6-$, and R^1 and R^1 are not connected to form a cyclic phosphoramidate, then at least one R^1 is $-(CR^{12}R^{13})_n-C(O)-R^{14}$;
- 5) R^1 can be selected from the lower alkyl only when the other YR^1 is $-NR^6-C(R^{12}R^{13})_n-C(O)-R^{14}$;

and pharmaceutically acceptable prodrugs and salts thereof.